



CORPORATION SERVICE COMPANY

RECORDATION NO. 26500 FILED

AUG 10 '06

2-09 PM

SURFACE TRANSPORTATION BOARD

CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: August 9, 2006

Order#: 299457/005

Re: PLEX4032-PLMX3102 E.I. DUPONT DE NEMOURS

Please process the enclosed documents for the service indicated below.

PRIMARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/18/06

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgment to my attention.

XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of July, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., as assignee of PLM INVESTMENT MANAGEMENT, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and E.I. DUPONT DE NEMOURS, a Delaware Corporation, with an address at 1007 Market Street, Wilmington, DE 19898 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 1, 1989 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stylich
Name: Catherine Stylich
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

E.I. DUPONT DE NEMOURS

By: D. Wayne King
Name: D. Wayne King
Title: MODAL LEADER

Schedule A

Number of Cars		Equipment Description
5		19,000 through 21,000 gallon capacity pressure tank cars, shielded, non-blanketed, insulated
1	PLEX	4032
2	PLEX	4033
3	PLMX	3100
4	PLMX	3101
5	PLMX	3102